

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

SRC LIQUIDATION LLC,

Debtor.

EISNERAMPER LLP, NOT IN ITS INDIVIDUAL
CAPACITY BUT AS TRUSTEE OF THE SRC
LIQUIDATING GUC TRUST,

Plaintiff,

v.

JOSEPH P. MORGAN, JR., ROY W. BEGLEY, JR.,
F. DAVID CLARKE, III, JOHN Q. SHERMAN, II,
JULIE D. KLAPSTEIN, JOHN J. SCHIFF, JR.,
ROBERT M. GINNAN, R. ERIC MCCARTHEY,
JOHN DOES 1-10, AND XYZ COMPANIES 1-10,

Defendants.

Chapter 11

Case No. 15-10541 (BLS)

(Jointly Administered)

Adv. Pro. No. 15-50771 (BLS)

Re: Adv. Pro. D.I. 53

NOTICE OF APPEAL

PLEASE TAKE NOTICE that EisnerAmper LLP, not in its individual capacity but solely as Trustee of the SRC Liquidating GUC Trust (the “Plaintiff”) pursuant to the chapter 11 plan of liquidation confirmed in the above-captioned chapter 11 proceedings, hereby appeals to the United States District Court for the District of Delaware under 28 U.S.C. § 158(a)(1) and Fed. R. Bankr. P. 8003(a) from the order of the United States Bankruptcy Court for the District of Delaware entitled *Order Granting Defendants’ Motion to Dismiss the Amended Adversary Complaint* (the “Dismissal Order”), dated February 19, 2016 [Adv. Pro. D.I. 53], a copy of which is annexed hereto as **Exhibit A**.

PLEASE TAKE FURTHER NOTICE that the Plaintiff hereby states that it elects to stand on the Amended Adversary Complaint [Adv. D.I. 6] pursuant to paragraph 5(b) of the Dismissal Order.

PLEASE TAKE FURTHER NOTICE that the names of all parties to the Dismissal Order appealed from and the names, addresses, and telephone numbers of their respective attorneys are as follows:

PARTY	ATTORNEYS
Appellant EisnerAmper LLP, not in its individual capacity but solely as Trustee of the SRC Liquidating GUC Trust	LOWENSTEIN SANDLER LLP Kenneth A. Rosen Sharon L. Levine Paul Kizel Wojciech F. Jung Andrew Behlmann 65 Livingston Avenue Roseland, New Jersey 07068 Telephone: (973) 597-2500 <i>-and-</i> POLSINELLI PC Christopher A. Ward (Del. Bar No. 3877) Justin K. Edelson (Del. Bar No. 5002) 222 Delaware Avenue Suite 1101 Wilmington, Delaware 19801 Telephone: (302) 252-0920
Appellees All Defendants	MORRIS, NICHOLS, ARSHT & TUNNELL LLP Robert J. Dehney (Del. Bar No. 3578) David J. Teklits (Del. Bar No. 3221) Matthew B. Harvey (Del. Bar No. 5186) 1201 North Market Street, 16 th Floor P.O. Box 1347 Wilmington, Delaware 19899-1347 Telephone: (302) 658-9200

PARTY	ATTORNEYS
Appellee Robert M. Ginnan	JONES DAY Jeffrey J. Jones Charles M. Oellermann Marjorie P. Duffy 325 John H. McConnell Boulevard Suite 600 Columbus, Ohio 43215 Telephone: (614) 469-3939
Appellee Joseph P. Morgan, Jr.	SQUIRE PATTON BOGGS (US) LLP Joseph C. Weinstein Sean L. McGrane 4900 Key Tower 127 Public Square Cleveland, Ohio 44114 Telephone: (216) 479-8500
Appellees Roy W. Begley, Jr., F. David Clarke, III, John Q. Sherman, II, Julie D. Klapstein, John J. Schiff, Jr., and R. Eric McCarthy	MORRISON & FOERSTER LLP James Michael Peck Carl H. Loewenson, Jr. Robert J. Baehr 250 West 55 th Street New York, New York 10019 Telephone: (212) 468-8000

[*signature page follows*]

Dated: March 1, 2016

Respectfully Submitted,

LOWENSTEIN SANDLER LLP

Kenneth A. Rosen, Esq.
Sharon L. Levine, Esq.
Paul Kizel, Esq.
Wojciech F. Jung, Esq.
Andrew Behlmann, Esq.
65 Livingston Avenue
Roseland, NJ 07068
Telephone: (973) 597-2500
Facsimile: (973) 597-2400
krosen@lowenstein.com
slevine@lowenstein.com
pkizel@lowenstein.com
wjung@lowenstein.com
abehlmann@lowenstein.com

Counsel to the Plaintiff

POLSINELLI PC

/s/ Christopher A. Ward

Christopher A. Ward (Del. Bar No. 3877)
Justin K. Edelson (Del. Bar No. 5002)
222 Delaware Avenue
Suite 1101
Wilmington, DE 19801
Telephone: (302) 252-0920
Facsimile: (302) 252-0921
cward@polsinelli.com
jedelson@polsinelli.com

Delaware Counsel to the Plaintiff

EXHIBIT A
DISMISSAL ORDER

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(Jointly Administered)

Adv. Pro. No. 15-50771 (BLS)

Re: Adv. D.I. 6, 19

**ORDER GRANTING DEFENDANTS' MOTION TO DISMISS
THE AMENDED ADVERSARY COMPLAINT**

For the reasons stated on the record on February 8, 2016,

IT IS HEREBY ORDERED THAT:

1. The *Defendants' Motion to Dismiss the Amended Adversary Complaint* (Adv. D.I. 19) is GRANTED as set forth herein.
2. Count One of the Amended Adversary Complaint (Adv. D.I. 6) is dismissed with prejudice.
3. Count Two, Count Three, and Count Four of the Amended Adversary Complaint are dismissed without prejudice.

4. Plaintiff is granted leave to amend Counts Two, Three, and Four of the Amended Adversary Complaint, pursuant to Federal Rule of Civil Procedure 15(a), made applicable here by Rule 7015 of the Federal Rules of Bankruptcy Procedure, within 30 days after the entry of this Order (the "Amendment Period").

5. If Plaintiff (a) does not amend the Amended Adversary Complaint during the Amendment Period or (b) states in a notice filed on the docket in this adversary proceeding (including any notice of appeal from this Order) filed prior to expiration of the Amendment Period that Plaintiff elects to stand on the Amended Adversary Complaint, the above-captioned adversary proceeding shall be deemed dismissed with prejudice as of the date hereof and this Order shall be final and immediately appealable.

Dated: Feb 19, 2016
Wilmington, Delaware



The Honorable Brendan L. Shannon
Chief United States Bankruptcy Judge